

Group Exhibit E

From: Kurt Kalbfleisch <Kurt.Kalbfleisch@sphere3d.com>
Date: May 11, 2023 at 1:52:50 PM EDT
To: Rob Chang <rob@gryphonmining.com>
Cc: Patricia Trompeter <Patricia.Trompeter@sphere3d.com>, dan@gryphonmining.com
Subject: RE: Sale

Rob,

This is a made-for-litigation position. As you are well aware, Sphere has routinely paid hosts directly, which is consistent with the term in the MSA that “Customer shall provide written instructions to Provider with respect to all decisions to sell or hold Digital Assets.” Gryphon has never asserted that our direct payment is a breach of the MSA. If you wish to dispose of Digital Assets in order to pay operating costs, that must come with our approval. We of course will not unreasonably hold that approval, but you must explicitly seek permission before doing so. Please confirm you will do so.

Next, there is no basis in the MSA for your assertion that Gryphon needs to keep approximately \$530,000 of USD value in the wallet at all times, which is again another made-for-litigation position. There is no basis in the text of the MSA for the position. Nor is it consistent with the prior practice of the parties—indeed, this is the first time that Gryphon has ever indicated that there must be any sort of minimum in the account. Instead, it appears that Gryphon is resorting to self-help: Gryphon’s “required minimum deposit” just so happens to correspond to its damages against Sphere for alleged negligence (which of course is money Gryphon lost due to its own negligence in falling for a spoofing attack). Again, we of course ensure that all bills for operating costs are paid, but it cannot be that Gryphon can unilaterally refuse our requests to honor written instructions to hold or sell Digital Assets.

So I ask again: will you adhere to my written instruction to sell the 11 BTC, and also send us the cash from the 4.200681BTC you sold on 5/10 related to an USBTC invoice we have already paid? Or are you refusing?

Finally, Patti believes she already sent the contacts you requested; she will follow up there in any event and make sure you have them.

Thanks
Kurt

Kurt Kalbfleisch
Senior Vice President and CFO
Sphere 3D
858.775.6801
kurt.kalbfleisch@sphere3d.com

From: Rob Chang <rob@gryphonmining.com>
Sent: Wednesday, May 10, 2023 10:40 AM

To: Kurt Kalbfleisch <Kurt.Kalbfleisch@sphere3d.com>
Cc: Patricia Trompeter <Patricia.Trompeter@sphere3d.com>; dan@gryphonmining.com
Subject: Re: Sale

Kurt,

Thank you for your email. The parties already agreed in the MSA that Gryphon would sell Digital Assets to pay these fees. Specifically, in the MSA, the parties agreed that Gryphon "shall pay directly from the Digital Wallet on behalf of [Sphere] all operating costs, inclusive of electricity and any profit share to hosts, such payments to occur prior to calculation and payment of the Management Fee." Sphere paying these fees directly, or preventing Gryphon from so doing, is a breach of the MSA.

As to the USBTC charges mentioned below, I've attached two PDFs of emails from USBTC noting past due payments. Gryphon is selling bitcoin to pay Sphere's operating costs consistent with its obligations in the MSA.

Given that the parties agreed that Gryphon is required to pay operating costs for Sphere in the MSA, Gryphon needs to maintain an adequate amount of value to cover these cash flows. Based on the bills seen from USBTC and CoinMint, Gryphon needs to keep approximately \$530,000 of USD value in the wallet for these purposes (based on USBTC monthly invoice of ~\$450,000 and most recent CoinMint semi-monthly invoice of ~\$40,000 x 2). As there is currently only 14.38750744 BTC in your wallet (USD equivalent of ~\$417,000) we are unable to withdraw and sell at this time (understanding that we also need to assume these responsibilities for Lancium and Rebel Mining). However, Gryphon cannot fulfil its obligations under the MSA if Sphere refuses to allow Gryphon to retain sufficient cash flows to pay Sphere's expenses as they come due. As to your request to confirm the transfer at issue, we received confirmation of the wire transfer this yesterday. Attached is the confirmation as well.

Unfortunately, despite multiple requests, we still have not been provided with contacts at Lancium and Rebel. Please send along the names/telephone numbers/email addresses for Sphere's contacts at Lancium and Rebel, along with Sphere's consent for Gryphon to manage those accounts as agreed to by the parties in the MSA.

Thank you,

On Tue, 9 May 2023 at 12:11, Kurt Kalbfleisch <Kurt.Kalbfleisch@sphere3d.com> wrote:

Rob,

The Agreement provides that "Customer shall provide written instructions to Provider with respect to all decisions to sell or hold Digital Assets." Please let me know how your proposal is consistent with that language. Please also let me know if you have made any other decisions to sell or hold our Digital Assets that we did not authorize.

While we want to be efficient, any proposal must be consistent with the MSA. You also state in your email that you have "noticed multiple delayed payment notices from USBTC." Please detail what those delays were and how they caused any issues with USBTC or otherwise.

Next, I noticed this morning that you sold 4.200681BTC, apparently to pay the most recent USBTC invoice. We did not authorize that sale of BTC or that use of proceeds. We are already processing payment for that invoice, and we will continue to pay invoices. Please send the cash from the already processed sale to our RBC account.

In addition, please sell another 11 BTC from our wallet and send that cash to our RBC account. Can you also provide confirmation of the wire for the sale on May 3, as we have not yet received that transfer.

Finally, my understanding is that Patti provided you with the contacts you requested some time ago.

Kurt Kalbfleisch

Senior Vice President and CFO

Sphere 3D

858.775.6801

kurt.kalbfleisch@sphere3d.com

From: Rob Chang <rob@gryphonmining.com>

Sent: Friday, May 5, 2023 10:32 AM

To: Kurt Kalbfleisch <Kurt.Kalbfleisch@sphere3d.com>

Cc: Patricia Trompeter <Patricia.Trompeter@sphere3d.com>; dan@gryphonmining.com

Subject: Re: Sale

Kurt

The MSA notes that Gryphon manages all blockchain operations for Sphere. Currently we are already paying the CoinMint invoices in this manner. The current setup of having Sphere request, Gryphon transfer to an account that can sell, Gryphon selling the coin, Gryphon transferring the cash to its bank account, and Gryphon transferring the cash to Sphere to then send payment to host providers creates a lag that may cause missed payments which is a risk to the blockchain operation. We are not charging any additional fees for this management outside of standard transaction costs charged by BitGo and/or financial institutions. We have already noticed multiple delayed payment notices from USBTC and we believe us doing this for Sphere directly is ideal for all parties and consistent with the language of the MSA.

This also reminds us that we have requested access and contacts for Lancium and Rebel. The former we have no contacts for and for both we do not believe either has been instructed to provide Gryphon with admin access that is consistent with the MSA.

On Fri, 5 May 2023 at 13:22, Kurt Kalbfleisch <Kurt.Kalbfleisch@sphere3d.com> wrote:

Rob –

Sphere intends to continue to pay in these vendor invoices in cash as they come due. The MSA provides that only Sphere can make a decision to sell digital assets. Can you please explain how your plan is consistent with the MSA?

Thanks,

Kurt Kalbfleisch

Senior Vice President and CFO

Sphere 3D

858.775.6801

kurt.kalbfleisch@sphere3d.com

From: Rob Chang <rob@gryphonmining.com>

Sent: Thursday, May 4, 2023 12:17 AM

To: Kurt Kalbfleisch <Kurt.Kalbfleisch@sphere3d.com>

Cc: Patricia Trompeter <Patricia.Trompeter@sphere3d.com>; Dan Tolhurst <dan@gryphonmining.com>

Subject: Re: Sale

Sale of 13 BTC completed. Proceeds less Bitgo's customary \$10 withdrawal fee will be sent to your RBC account as soon as it clears and is deposited into our bank account. Confirmation attached.

Please note, now that we have setup bill visibility with USBTC, we will assume management responsibility and pay their invoices out of your BTC earned starting with bills received after today. Sphere will still be responsible for paying bills sent by USBTC prior to today.

Please also, set us up with similar access and controls with Lancium and Rebel so that we can continue managing your blockchain operations as per the MSA.

On Wed, 3 May 2023 at 12:30, Rob Chang <rob@gryphonmining.com> wrote:

Underway

On Tue, 2 May 2023 at 17:01, Kurt Kalbfleisch <Kurt.Kalbfleisch@sphere3d.com> wrote:

Rob,

Please sell 13 BTC from our wallet and wire the proceeds to our RBC account.

Thanks

Kurt

Kurt Kalbfleisch

Senior Vice President and CFO

Sphere 3D

858.775.6801

kurt.kalbfleisch@sphere3d.com

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<image001.jpg>

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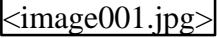
Rob@gryphonmining.com

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Sim Salzman <sim@gryphonmining.com>

Re: Energy Consumption / Usage Reports for Rebel Mining

Sim Salzman <sim@gryphonmining.com>
To: Kurt.Kalbfleisch@sphere3d.com, ap@rebelmines.io
Bcc: Rob Chang <rob@gryphonmining.com>

Fri, Jul 28, 2023 at 11:55 AM

Good afternoon Kurt and Gerri. I hope you are both having a great Friday. Can you advise on my below requests?

On Mon, Jul 24, 2023 at 9:59 AM Sim Salzman <sim@gryphonmining.com> wrote:

Good morning Kurt and Gerri. Just checking in on the status of this request. Thanks.

On Wed, Jul 19, 2023 at 1:16 PM Sim Salzman <sim@gryphonmining.com> wrote:

Good afternoon Kurt and Gerri. I'm trying to put together a revenue reasonableness/energy analysis report that utilizes the daily energy consumption from the co-hosted facilities and have run into a roadblock.

Based on the invoices we have received, I cannot identify the daily energy consumed by the hosted miners. Could you please provide the daily energy consumption reports that we would then be able to tie back to what has been billed to date for 2023?

In addition, I noticed there are two distinct hosting order numbers on the invoices I have seen:
RMC-TX-HI-3D-001 and RMC-MO-ST-3D-001

I apologize for my confusion as it's only my 3rd week but can you clarify those order numbers for my own edification? Would it be possible to share the hosting agreements with me as well?

I appreciate your help in this matter. Thank you.

Sim Salzman
Chief Financial Officer
Gryphon Digital Mining

From: Rob Chang <rob@gryphonmining.com>
Sent: Tuesday, August 1, 2023 5:31 PM
To: Patricia Trompeter
Cc: Dan Tolhurst; Sim Salzman; Kurt Kalbfleisch; Chris Ensey
Subject: Re: EMail Intro - Luxor

If these requests did occur, asking Chris to set up an account to a pool Gryphon did not designate is not a valid instruction. Sphere has insisted on setting up its own pool accounts in contravention of the MSA; our efforts to gain access to those pools is merely an attempt to perform our duties under the MSA (while reserving our rights), which Sphere has made extremely difficult to do through its actions and lack of cooperation. We have requested access to this pool several times since March to which you did not send any instructions. There has been no “misrepresentation” to Sphere’s counter-parties or anyone else. Only a lack of cooperation on the part of Sphere. **In any event, as stated numerous times, per the MSA, Sphere must move all hashing to Foundry regardless of what account name it is under. Put simply, Founder is the only permissible pool to be used. Please make your transfers accordingly.**

On Mon, 31 Jul 2023 at 13:01, Patricia Trompeter <Patricia.Trompeter@sphere3d.com> wrote:

Rob –

This is incorrect. We sent several emails to Chris Ensey back in March asking him to set up an address. We have also explained this to you several times in various emails what must be done. You have chosen to ignore this for 4.5 months. Please do not make misrepresentations to Sphere’s counterparties.

Patricia

Patricia Trompeter

Chief Executive Officer

203.524-6524



From: Rob Chang <rob@gryphonmining.com>

Date: Monday, July 31, 2023 at 11:26 AM

To: Aaron Foster <aaron@luxor.tech>, Patricia Trompeter <Patricia.Trompeter@sphere3d.com>

Cc: Ethan Vera <ethan@luxor.tech>, Dan Tolhurst <dan@gryphonmining.com>, Sim Salzman <sim@gryphonmining.com>

Subject: Re: EMail Intro - Luxor

Following up on this again. I was newly informed that we were supposed to set up an account with Luxor but we do not have any records of this. Luxor team, please provide information on how to do so as we have been unable to fulfill our management obligations under our contract with Sphere without full access to its Luxor pool. Patti is cc'd here and she can confirm. Also, please provide a copy of Luxor's contract with Sphere as Patti has indicated to us that she expected the pool provider to provide this to us.

On Thu, 25 May 2023 at 11:13, Rob Chang <rob@gryphonmining.com> wrote:

Following up on this. Have the necessary sign offs occurred?

On Tue, 23 May 2023 at 12:52, Rob Chang <rob@gryphonmining.com> wrote:

Patti

Aaron is under the impression that he still needs to get authorization from Sphere for Gryphon's basic management duties (please see below). We were operating with the understanding that Sphere had already notified all partners including Luxor that Gryphon has management access to Sphere's blockchain and cryptocurrency operations. Could you please address this with Luxor and any other partners who have yet to be notified?

On Tue, 23 May 2023 at 12:38, Aaron Foster <aaron@luxor.tech> wrote:

Hi Rob,

Understood, However we will need written permission (cc'd email is fine) from Sphere3D/Patti to share any information or provide account access.

Alternatively, the account owner can also delegate View/Update permission to the respective Luxor subaccount in their profile using our [Account Delegation feature](#).

Aaron

On Tue, May 23, 2023 at 12:29 PM Rob Chang <rob@gryphonmining.com> wrote:

Aaron

Patti has already noted to you that we are the exclusive provider of management services to Sphere, which includes selecting their pool. We had a call to discuss the possibility of using your pool which is still under consideration. I believe you already have the authorization needed to grant me this visibility.

On Tue, 23 May 2023 at 12:21, Aaron Foster <aaron@luxor.tech> wrote:

Hi Rob - Trust you had a great time at Bitcoin 2023.

Unfortunately due to NDA's and internal policies, we cannot disclose hashing status of accounts to external parties, unless permission is given by the profile owner.

Trust you understand our position on account privacy,

Aaron

On Tue, May 23, 2023 at 11:58 AM Rob Chang <rob@gryphonmining.com> wrote:

Aaron/Ethan

Want to verify. Are any Sphere machines currently using Luxor pool right now?

On Thu, 27 Apr 2023 at 12:31, Aaron Foster <aaron@luxor.tech> wrote:

Rob - Looking forward to connecting
Sent an invite for 12pm EST on Monday.

On Thu, Apr 27, 2023 at 12:11 PM Ethan Vera <ethan@luxor.tech> wrote:

That works - Aaron will send over an invite.

On Apr 27, 2023, at 10:33 AM, Rob Chang <rob@gryphonmining.com> wrote:

Hi Ethan. How about 11-2pm Monday?

Rob Chang

CEO & Director

(416) 500-5675

Rob@GryphonMining.com

GryphonDigitalMining.com

Twitter: @GryphonMining



On Apr 27, 2023, at 8:43 AM, Ethan Vera <ethan@luxor.tech> wrote:

Hi Rob,

Good to reconnect. Perhaps we can have a call on Monday or Tuesday next week when you are done travelling to get a better understanding of a path forward?

We are looking forward to working with Sphere in more ways beyond the hosting introduction and the mining pool is an important piece to the relationship.

For a bit more background our mining pool was the first major pool to exist in the United States, and first to receive SOC 2 Type 2 compliance. We currently rank #7 globally and have built out a robust UI & API to support institutional level miners. Our mining pool fee is industry standard FPPS and our rates are very competitive.

Regards,

Ethan Vera

Chief Operating Officer
Luxor Technology Corporation

[Website](#) | [Telegram](#) | [LinkedIn](#)

On Apr 25, 2023, at 3:11 PM, Rob Chang
<rob@gryphonmining.com> wrote:

Hi Ethan. We should circle up on this and get Gryphon up to speed on management of Sphere's machines. I am travelling this week but can try my best to have a quick update on the issues with the machines.

Further noting for the record that we disagree with the comment regarding Brian Chase.

Rob Chang
CEO & Director
(416) 500-5675
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On Apr 25, 2023, at 3:38 PM, Patricia Trompeter <Patricia.Trompeter@sphere3d.com> wrote:

Rob –

Please meet Ethan Vera of Luxor.

Ethan –

Please meet Rob Chang of Gryphon.

Back in June 2022, Sphere was directed by Brian Chase, Gryphon CFO, to “find any hosting we can”. Alex Tierney met with Brian Chase and got confirmation that it was OK to use Luxor pools in exchange for Luxor assisting us with finding mining. Luxor assisted us in finding Lancium. We have asked Gryphon to set up an account at Luxor and point the hashrate there.

I would ask that the two of you connect on this. There are issues with the machines at Lancium (Rob – can we please get an update on that?). I believe they are getting closer to bringing them online as the tests seem to be OK.

Thanks –

P

Patricia Trompeter

Chief Executive Officer

203.524-6524

<image001.png>

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Aaron Foster

Director, Business Development

Luxor & Hashrate Index

[Email](#) | [Telegram](#) | [LinkedIn](#)
[Schedule a meeting](#)

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Aaron Foster

Director, Business Development

Luxor & Hashrate Index

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Aaron Foster

Director, Business Development

Luxor & Hashrate Index

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From: Rob Chang <rob@gryphonmining.com>
Sent: Sunday, August 6, 2023 10:45 AM
To: Patricia Trompeter
Cc: Sim Salzman; Dan Tolhurst; Kurt Kalbfleisch; Tiah Reppas
Subject: Re: Request #3
Attachments: Daily Statistics - spusbitcoin - 2023-06-01–2023-08-06.csv; Earnings Data - spusbitcoin - 2023-05-31–2023-08-05.csv; Daily Statistics - gryphonspcore - 2023-06-01–2023-08-06.csv; Daily Statistics - s3ddelta - 2023-06-01–2023-08-06.csv; Daily Statistics - gryphonsp - 2023-06-01–2023-08-06.csv; Earnings Data - gryphonspcore - 2023-05-31–2023-08-05.csv; Earnings Data - gryphonsp - 2023-05-31–2023-08-05.csv; Earnings Data - s3ddelta - 2023-05-31–2023-08-05.csv

Patricia,

We have sent instructions and reminders on how Sphere can regain access to view all mining pools managed by Gryphon on three separate occasions (July 6, July 16, and July 10). This fourth reminder (see relevant section in July 16 email copied below) will again allow Sphere to regain access to view its pools after Sphere cut off its own access when it set up pools on its own account and moved the emails that worked for our pool account to its own pool account. We further note that this process should not be foreign to Sphere since it is the same process in reverse for when Sphere granted Gryphon technician and later accountant access to the Foundry pools that Sphere controls (for which Gryphon continues to reserve all rights).

Attached are the requested reports. As they were in the past, these reports are accessible directly by Sphere once it provides Gryphon with the information needed to reconnect Sphere's access to the pools.

Patti/Kurt

We have resolved the issues with Foundry and similar to the situation you communicated with us, we will need email addresses from Sphere that are not already associated with an account at Foundry to proceed. Please provide this and we will set up the appropriate access in short order.

On Fri, 4 Aug 2023 at 20:42, Patricia Trompeter <Patricia.Trompeter@sphere3d.com> wrote:

Rob -

My team has made 2 requests for data that we do not have access to. This is critical to monitoring our operations.

I am making a 3rd request.

Foundry report for BTC mined for Core, Coinmint and USBTC – GC sites, so I can tie out to the Bitgo wallet and confirm my calc. – Kurt requests this each month from Gryphon.

Please remit this asap as well as access ro the accounts.

Patricia

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Rob Chang
CEO & Director
(416) 500-5675
Rob@gryphonmining.com
GryphonDigitalMining.com
Twitter: @GryphonMining



From: Rob Chang <rob@gryphonmining.com>
Sent: Monday, July 10, 2023 6:18 PM
To: Patricia Trompeter
Cc: Kurt Kalbfleisch; Dan Tolhurst; Chris Ensey; Sim Salzman
Subject: Re: REorting

Patti,

Sphere has access to real-time reporting on all available metrics via its access links to the Foundry pool and its BitGo wallet. We have repeatedly noted how Sphere can regain access to view its pools after Sphere cut off its own access when it set up pools on its own account and moved the emails that worked for our pool account to its own pool account. These emails were sent on several occasions including: June 16 and July 6. This access also answers the requests Kurt has sent recently for reports, which in his emails he indicated that he used to be able to access prior to Sphere cutting itself off.

Relatedly, we have requested the same access to the pool accounts Sphere set up so that Gryphon can continue operating under the MSA. We have received no such access or even attempts to connect us to this access with any pools Sphere operates outside of Foundry, to date we are only aware of Luxor pool. This access was partially given to Sphere's pool accounts at Foundry but we note that the access is incomplete. We require, at the minimum, all access granted to the "Accountant" and "Technician" roles noted in the table below, which is provided by Foundry. We further note that according to the MSA, which states, "Provider shall be Customer's exclusive provider of any and all management services for all blockchain and cryptocurrency-related operations including but not limited to services relating to all mining equipment owned, purchased, leased, operated, or otherwise controlled by Customer and/or its subsidiaries and/or affiliates at any location", Gryphon should have access to all features listed on the table for all pools with any provider.

To reiterate, we reserve all rights under this request and this request for disclosure cannot and should not in any way be construed as Gryphon's acceptance or acquiescence in Sphere's breaches of the MSA by using pools not designated by Gryphon, and indeed it expressly is not.

What user roles are available?

Foundry USA Pool has 3 different user roles: "Owner", "Accountant", and "Technician". Additionally, we offer Viewer Links. The different roles enable users to easily manage who within their organization has access to what type of data.

| Feature | Owner | Accountant | Technician | Viewer Link |
|----------------------------------|-------|------------|------------|-------------|
| View Hashrate | ✓ | ✓ | ✓ | ✓ |
| View Workers | ✓ | ✓ | ✓ | ✓ |
| View Earnings/TX | ✓ | ✓ | ✗ | ✗ |
| View Sub-Accounts | ✓ | ✓ | ✓ | ✗ |
| Create Sub-Accounts | ✓ | ✗ | ✗ | ✗ |
| Manage Worker Tags | ✓ | ✗ | ✓ | ✗ |
| Manage Alerts | ✓ | ✗ | ✓ | ✗ |
| View Payout Settings | ✓ | ✓ | ✗ | ✗ |
| Edit Payout Settings | ✓ | ✗ | ✗ | ✗ |
| Manage Users | ✓ | ✗ | ✗ | ✗ |
| Manage API Keys and Viewer Links | ✓ | ✗ | ✗ | ✗ |

On Mon, 10 Jul 2023 at 08:58, Patricia Trompeter <Patricia.Trompeter@sphere3d.com> wrote:

Requesting again.

Patricia Trompeter

Chief Executive Officer

203.524-6524



From: Patricia Trompeter <Patricia.Trompeter@sphere3d.com>

Date: Thursday, May 25, 2023 at 3:19 PM

To: Rob Chang <rob@gryphonmining.com>

Cc: Kurt Kalbfleisch <Kurt.Kalbfleisch@sphere3d.com>, Dan Tolhurst <dan@gryphonmining.com>, Chris

Ensey <chris@gryphonmining.com>

Subject: RE:orting

Rob –

As we have previously asked, we would like reporting on the performance of our miners. To date we have not received any metric reporting such as usage, downtime, miner performance, nor KPI reporting from Gryphon. Can you please forward us these reports?

Patricia

Patricia Trompeter

Chief Executive Officer

203.524-6524



--
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Twitter: @GryphonMining



From: Rob Chang <rob@gryphonmining.com>
Sent: Friday, August 11, 2023 11:06 PM
To: Patricia Trompeter
Cc: Sim Salzman; Dan Tolhurst
Subject: Re: Invoice #INV-01272 from Lancium, LLC

Patti,

Any notion that I have been “rude” to Lancium is fabricated. In fact, let me state this more plainly: it is a lie. I have never spoken with Lancium. They have ignored – presumably at your direction – any outreach from me, and all of my outreach (all of which you have seen) has been cordial and professional. Your attempt to craft a false narrative by email is of no consequence -- legal, business, or otherwise. The written correspondence will speak for itself.

For avoidance of any doubt, Gryphon has in no way “cancelled” the MSA. The MSA is and remains in full force and effect, and we expect Sphere to adhere to its terms, which Sphere has intentionally skirted, breached, and otherwise failed to do for many months now. The documentation on this will also speak for itself. Gryphon reserves any and all rights.

On Fri, 11 Aug 2023 at 09:59, Patricia Trompeter <Patricia.Trompeter@sphere3d.com> wrote:

Rob –

We have instructed Lancium to meet with you. Lancium does not want to do it because you have apparently been rude to them—much like with Foundry, they want nothing to do with you. If you can suggest a workable solution, we are all ears. Note a workable solution is obviously not canceling our relationship with Lancium—we are not going to hurt Sphere because you cannot get along with one of our counterparties.

All that said, it appears that Gryphon is not interested in working through any solutions. Given that Gryphon is not remitting proceeds of any asset sales to Sphere, and that it is has now made clear it will not pay one of our counterparties, are we to understand that Gryphon has canceled the MSA?

Patricia

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From: Rob Chang <rob@gryphonmining.com>
Sent: Tuesday, August 8, 2023 12:15:09 AM
To: Patricia Trompeter <Patricia.Trompeter@sphere3d.com>
Cc: Sim Salzman <sim@gryphonmining.com>; Dan Tolhurst <dan@gryphonmining.com>
Subject: Fwd: Invoice #INV-01272 from Lancium, LLC

Patti,

We have repeatedly sought Lancium's assistance in gaining visibility into - and taking over the management of - Sphere's machines. Lancium has failed to act or even respond to our requests. Likewise, despite being copied on our correspondence directed to Lancium, you have failed to provide any indication that this is a joint request as required for Gryphon to perform its duties under the MSA. In this regard, while we have been accommodating and, as always, have made every effort to comply with our obligations under the MSA, we are becoming increasingly uncomfortable with this outright frustration of purpose, and specifically the notion that we are in any way required to pay bills without confirmation, acknowledgement, contact, or verification from Lancium. Indeed, we are not required to do any such thing under the MSA. Going forward, and in a protective gesture for both Sphere and Gryphon, we will require Lancium's cooperation in Gryphon's management of Sphere's machines. Absent this structure, which we have repeatedly asked for and which the MSA requires, we will not be in position to pay Lancium-related bills.

----- Forwarded message -----

From: **Beth Fouliard** (beth.fouliard@lancium.com) <system@sent-via.netsuite.com>

Date: Mon, 7 Aug 2023 at 17:49

Subject: Invoice #INV-01272 from Lancium, LLC

To: <patricia.trompeter@sphere3d.com>, <Kurt.Kalbfleisch@sphere3d.com>,<accountspayable@sphere3d.com>, <rob@gryphonmining.com>, <dan@gryphonmining.com>,<chris@gryphonmining.com>

Cc: <ryan.mckenny@lancium.com>, <trent.lafour@lancium.com>, <callum.rock@lancium.com>,<beth.fouliard@lancium.com>

Here is your invoice. We appreciate your prompt payment.

Thanks for your business!
Lancium, LLC

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Rob Chang
CEO & Director
(416) 500-5675
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GryphonDigitalMining.com
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